

NOTICE OF POSTAL BALLOT

**[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies
(Management and Administration) Rules, 2014]**

To

**The Members,
Sai Moh Auto Links Limited**

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 22 of Companies (Management and Administration) Rules, 2014 (“the Rules”) and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and other applicable provisions of the Act in conjunction with the Secretarial Standards issued by the Institute of Company Secretaries of India, the approval of the members of Sai Moh Auto Links Limited is sought to transact the proposed special business by passing the following special resolutions by the members through Postal Ballot.

SPECIAL BUSINESS:

ITEM NO. 1: ALTERATION OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:-
“**RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment thereof for the time being in force) and such other rules and regulations, as may be applicable and subject to SEBI (LODR) Regulations, 2015, and other to necessary registrations, approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, NCT of Delhi & Haryana and any other Appropriate Authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Appropriate Authorities, the Clause IIIA, i.e., the Main Object Clause of the Memorandum of Association of the Company be and is hereby altered by deleting the existing Clauses III(A)(1) & Clause III (A)(2) of the Memorandum of Association of the company and replacing them with the following Clause(s) III(A)(1) to III(A)(5):-

III (A): THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To manufacture, trade, produce, refine, process, formulate, buy, sell, import, export or otherwise deal in all types of heavy and light chemicals (organic and inorganic), Polyurethane chemical, Sealants, Epoxy and chemicals used for automobile, footwear, textile industries, chemical elements, compounds and byproducts thereof, chemicals used for making building and construction materials, including without limiting the generality of the forgoing laboratory and other scientific chemicals or any nature used or capable of being used in all kinds of industries, automobile industries in India and elsewhere.
2. To carry on the business of chemists, druggists, importers, exporters, manufacturers of and dealers in pharmaceutical medical chemicals industrial and other preparations and articles, communes, petrochemicals and dealers in organic and inorganic chemicals, surgical and scientific apparatus.
3. To carry on the business of manufacture, process, mix, buy, sell, import, export, trade agents and deal in all kinds of fertilizers, heavy water and their by-products, agriculture chemicals, insecticides, fumigants, weedicides, pesticides, by-products thereof.
4. To manufacture, buy, sell, import, manipulate, treat, and otherwise deal in all types of resins, plastics, emulsions, adhesives, enamels, printing inks, paints, adhesives, insecticides, fumigants, pesticides and insulations for automobiles and other industries.
5. To manufacture, trade, produce, buy, sell, import, export, manipulate, treat and otherwise deal in all types of footwears, Adhesives and chemicals used for footwear industries.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all of the Directors and Mr. Dinesh Kumar Maurya, the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s) including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

ITEM NO. 2: AMENDMENTS TO CLAUSE III B OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Sections 4 and 13 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof), and subject to necessary registrations, approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, NCT of Delhi & Haryana and any other Appropriate Authority and subject to SEBI (LODR) Regulations, 2015 and subject to such terms, conditions, amendments or

modifications as may be required or suggested by any such Appropriate Authorities, the existing Clause III B of the Memorandum of Association, in relation to the “**OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS**”, be and is hereby amended as follows:

A. Clause III(B) - By deleting the title of Clause III (B), “**OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-**” and replacing it with the title “**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A ARE:-**”

B. By amending existing Clause III B(3) and replace the same to read as under:

To invest in (other than in Company's own shares) any money of the company not immediately required in any investments in movable or immovable properties and in securities of all types in such manner as may from time to time be determined by the Board of Directors of the Company and as the Board of Directors may deem proper and to purchase, hold, sell or vary all or any such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf for the business of the Company.

C. By amending existing Clause III B(4) and replace the same to read as under:

Subject to the provisions of Section 73 and other applicable sections of the Companies Act, 2013 and Rules made there under and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit or loan at interest for any of the purpose of the Company and at such time or times and in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) including debentures or debenture stock convertible into shares of this or any other company, or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture stock so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profit of the Company, present or future, including its uncalled capital, by special assignment or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as seem expedient, and to purchase, redeem or pay off any such securities.

D. By amending existing Clause III B(6) and replace the same to read as under:

Subject to the provisions of Section 230 to 234 of the Companies Act, 2013, to amalgamate with any other company or companies having objects similar or otherwise and whether such company or companies are in profit or loss or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal rights with any person or persons of company or companies having similar objects or otherwise.

E. By amending existing Clause III B(7) and replace the same to read as under:

To raise loans from banks or others upon any security for the purpose of the business of the company and to advance and lend money or give credit either with or without security and to such persons, firms or companies and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required and to give guarantee or stand surety for any such persons, firm or companies, provided that the company shall not do any banking business within the meaning of Banking Regulation Act, 1949.

F. By amending existing Clause III B(8) and replace the same to read as under:

Subject to the approval of shareholders under Section 180 of the Act, to sell or dispose off the undertaking, property and assets of the Company or any part thereof in such manner and for such consideration as the company may think fit, and in particular for shares (fully or partly paid up), debentures, debenture – stock or securities of any other company, whether promoted by this company for the purpose or not and to improve, manage, develop, exchange, lease, dispose off or turn to account or otherwise deal with all or any part of the property or rights of the company.

G. By amending existing Clause III B(10) and replace the same to read as under:

To grant allowances, gratuities, bonus, or rewards, to employees of the Company or combined directly or indirectly connected with the company and to subscribe to any provident funds, charitable or other institutions, clubs associations. Subject to Section 181 of Companies Act, 2013 and the Rules made thereunder, any funds, hospitals, orphanages, reading-rooms, libraries, recreation, amusements for the company and their dependants.

H. By amending existing Clause III B(12) and replace the same to read as under:

To establish and support or aid in the establishment of associations, institutions, funds trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependants or connections of such persons and to grant pensions, and allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public general or useful objects, subjects to section 181 of the Act.

I. By replacing the words, “the Companies Act, 1956” with “the Companies Act, 2013 and Rules made thereunder” and replacing various Sections of Companies Act, 1956 with the corresponding Sections of Companies Act, 2013, wherever appearing in the Memorandum of Association.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all of the Directors of the Company and Mr. Dinesh Kumar Maurya, the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s) including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

ITEM NO. 3: DELETION OF THE OTHER OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Sections 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof), and subject to necessary registrations, approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, NCT of Delhi & Haryana and any other Appropriate Authority and subject to SEBI (LODR) Regulations, 2015 and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Appropriate Authorities, the existing **OTHER OBJECTS CLAUSE** i.e., Clause III C of the Memorandum of Association of the Company be and is hereby deleted.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all of the Directors of the Company and Mr. Dinesh Kumar Maurya, the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s) including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

ITEM NO. 4: AMENDMENT OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 and all other applicable provisions, if any, of the Companies Act, 2013, and Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof), and subject to necessary registration, approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, NCT of Delhi & Haryana and any other Appropriate Authority and subject to SEBI (LODR) Regulations, 2015 and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Appropriate Authorities, the **Liability Clause**, i.e. **Clause IV** of the Memorandum of Association of the company be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV - “The liability of the members is limited to the extent of amount unpaid, if any, on the shares held by the members.”

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all of the Directors of the Company and Mr. Dinesh Kumar Maurya, the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s) including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

ITEM NO. 5: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN CONFORMITY WITH THE PROVISIONS OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 5 and 14 of Companies Act, 2013 (**‘the Act’**), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to necessary registrations, approvals, consents, permissions and sanctions required, if any, by the Registrar of Companies, NCT of Delhi & Haryana and any other Appropriate Authority and subject to SEBI (LODR) Regulations, 2015 and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Appropriate Authorities, the new set of Articles of Association pursuant to the Companies Act, 2013 primarily based in the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all of the Directors of the Company and Mr. Dinesh Kumar Maurya, the Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s) including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

ITEM NO. 6: APPROVAL OF RELATED PARTY TRANSACTIONS

To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (including any amendment, modification or re-enactment thereof), and subject to such other approvals from such Authorities as may be required in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties or appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with following related party:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from(Rs. in lacs)
1.	ANNU INDUSTRIES PRIVATE LIMITED	Common Promoters and Directors	500.00*

* Expected maximum annual value of transactions per related party over the year.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and Mr. Dinesh Kumar Maurya, the Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

RESOLVED FURTHER THAT all of the Directors of the Company and Mr. Dinesh Kumar Maurya, the Company Secretary of the Company, be and are hereby severally further authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s) including but not limited to the filing of necessary forms with the Ministry of Corporate Affairs and to comply with all other requirements in this regard.”

**By Order of the Board
For Sai Moh Auto Links Limited**

**Date : 04.12.2017
Place : Delhi**

**Sd/-
Anand Kumar
Managing Director
DIN: 01381489**

Notes and Instructions:

1. The Special Business as mentioned above requires the consent of the members through Postal Ballot.
2. Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 are given hereunder.
3. The Company has appointed Mr. Kundan Agrawal, Company Secretary in whole-time practice as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
4. Members whose name appears on the Register of Members / List of Beneficial Owners as on cut-off date i.e. 22-12-2017 shall be eligible for voting. A person who is not member on Cut-off Date should treat this notice for information purpose only.
5. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelope containing Postal Ballots, if sent by Courier or by Registered Post/ Speed Post at the expense of the registered Member will also be accepted. The Envelop may also be deposited personally at the address given thereon. However, the Envelop of the Postal Ballot should reach to the Company not later than the close of working hours on 28-01-2018 at C-582, Saraswati Vihar, Pitampura, Delhi-110034. If the ballots are received thereafter they shall be treated as if no reply has been received from the members.
6. **E-voting:** In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility for all its Members to enable them to cast their votes electronically as an alternative to dispatch the Postal Ballot Forms. Please note that e-voting is entirely optional for the Member(s) and that the Member(s) can opt only for one mode of voting. If a Member

has opted for e-voting, then he/she/it is not required to send the physical Postal Ballot Form. In case a Member votes through e-voting facility as well as sends his vote through physical ballot, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

7. The procedure for E-voting are as follows:
 - (a) Date and time of commencement of voting through electronic means: 30-12-2017 at 09.00 A.M.
 - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: 28-01-2018 till 05.00 P.M.
 - (c) Details of Website: www.saimohauto.com
 - (d) Details of persons to be contacted for issues relating to e-voting: Mr. Dinesh Kumar Maurya, Company Secretary, Sai Moh Auto Links Ltd., 011-27017987, email id saimohauto@gmail.com
 - (e) Details of Scrutinizer: Mr. Kundan Agrawal, Company Secretary in whole-time practice (Membership No. - FCS 7631; C.P. No. - 8325)
 8. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, being 22-12-2017.
 9. In line with the “Green initiative in the Corporate Governance” launched by the Ministry of Corporate Affairs allowing paperless compliances by recognizing e-mails as one of the modes of service of notice/documents on the shareholders, the Company is sending this Notice electronically on the e-mail addresses as provided by the members/ as obtained from the Depositories/ other sources to the Members. Such Members may exercise their voting electronically as per the procedure given below.
 10. In the following cases, the member may apply to the company saimohauto@gmail.com for obtaining the notice and postal ballot form in physical:-
 - The Member who have been sent this Notice electronically and who do not want to avail the e-voting facility or
 - The member who have not received postal ballot forms.
- On receipt of such requests, the Company will dispatch the same (or in duplicate) in physical form to enable the Members to send back the Postal Ballot by 28-01-2018 (last date).
11. The Scrutinizer shall within a period not exceeding forty eight (48) hours from the last date of receipt of Postal Ballot Forms/ conclusion of the e-voting period make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 12. The result of the Postal Ballot will be announced on 30-01-2018 at the Registered Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company’s website www.saimohauto.com and on the website of NSDL and shall also be communicated to BSE Limited, LSE Limited, ASE Limited and DSE Limited.
 13. A copy each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the results of Postal Ballots.
 14. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.
 15. The instructions for e-voting are as follows:
 - a. The voting period begins on 30th December, 2017 at 9:00 A.M. to 28th January, 2018 at 5:00 P.M. The e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd December, 2017 may cast their vote electronically.
 - b. In case of Members receiving e-mail from NSDL (for those members whose e-mail addresses are registered with Company/Depositories)
 - c. The shareholders should log on to the e-voting website <https://www.evoting.nsdl.com>
 - d. Click on Shareholder-Login.
 - e. Put user ID and password as initial password noted in step (d) above. Click Login.
 - f. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - g. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - h. Select “EVEN” of “Sai Moh Auto Links Limited”.
 - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly

authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cskundanagrawal@gmail.com with a copy marked to saimohauto@gmail.com and evoting@nsdl.co.in.

In case of Members receiving Physical copy of Postal Ballot Notice (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)

- i. Initial password is provided in the box overleaf.
- ii. Please follow all steps from Sl. No. (a) to Sl. No. (l) above, to cast vote.
- A. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- B. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- C. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- D. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd December, 2017.
- E. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting through ballot paper.
- F. Mr. Kundan Agrawal Practicing Company Secretary (Membership No. FCS –7631 & CP No. 8325), has been appointed for as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall first count the votes cast received by Ballot Papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- H. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.saimohauto.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Bombay Stock Exchange Limited, Ludhiana Stock Exchange Limited, Ahmedabad Stock Exchange Limited and Delhi Stock Exchange Limited.
- I. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The Company has engaged the services of MAS Services Limited and NSDL as the Authorised Agencies to provide e-voting facilities.

**By Order of the Board
For Sai Moh Auto Links Limited**

Sd/-

**Anand Kumar
Managing Director
DIN:01381489**

Date : 04.12.2017

Place : Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION. 102 OF THE COMPANIES ACT, 2013

Item No. 1

The management of the Company was changed on 22.02.2017 and Mr. Anand Kumar and Mr. Arpit Goel were inducted as the new promoters of the Company. They were also inducted as the Managing Director and Director of the Company respectively. In order to increase the profitability of the company and to generate more revenues for the Company, the new management wants to change the line of business of the Company to Chemical business. The Management believes that chemical business would have more market prospects and profitability. Hence, the Board of Directors of the Company at its meeting held on 04.12.2017 has decided to alter the main objects clause of the Memorandum of Association of the Company.

Section 4 and 13 of the Companies Act, 2013 and Rules made thereunder stipulates that any amendment in the Memorandum of Association of the Company requires approval of members by way of Special Resolution. The Act further provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 4 and 13 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014.

Therefore, the Board recommends the approval of the resolution in Item No. 1 as Special Resolution.

The entire set of proposed Memorandum of Association of the Company is available at the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the registered office of the company during the office hours on any working day between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the results of Postal Ballots.

None of the Directors, Key Managerial Personnel and their relatives except to the extent of their shareholding is/are concerned or interested in the resolution.

Item No. 2

With the passing of the Companies Act, 2013, the Company needs to alter some of the clauses of Incidental or Ancillary Objects Clause of Memorandum of Association of the Company. The modification in Memorandum of Association is carried out to remove references to the Companies Act, 1956, wherever necessary and to amend certain Clauses to give effect to the Companies Act, 2013. Consent of the shareholders by passing a Special Resolution is required in this regard.

The Companies Act, 2013 provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 4 & 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. Therefore, the Board recommends the approval of the resolution in Item No. 2 as Special Resolution.

The entire set of proposed Memorandum of Association of the Company is available at the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the registered office of the company during the office hours on any working day between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the results of Postal Ballots.

None of the Directors, Key Managerial Personnel and their relatives except to the extent of their shareholding is/are concerned or interested in the resolution.

Item No. 3

In order to comply with the provisions of Section 4(1)(c), Section 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013. The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Sections 4 & 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The Companies Act, 2013 provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 4 & 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. Therefore, the Board recommends the approval of the resolution in Item No. 3 as Special Resolution.

The entire set of proposed Memorandum of Association of the Company is available at the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the registered office of the company during the office hours on any working day between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the results of Postal Ballots.

None of the Directors, Key Managerial Personnel and their relatives except to the extent of their shareholding is/are concerned or interested in the resolution.

Item No. 4

In order to comply with the provisions of Section 4(1)(d)(i) and Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of Memorandum of Association. The modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013. The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Sections 4 & 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The Companies Act, 2013 provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 4 & 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. Therefore, the Board recommends the approval of the resolution in Item No. 4 as Special Resolution.

The entire set of proposed Memorandum of Association of the Company is available at the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the registered office of the company during the office hours on any working day between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the results of Postal Ballots.

None of the Directors, Key Managerial Personnel and their relatives except to the extent of their shareholding is/are concerned or interested in the resolution.

Item No. 5

The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration / incorporation of provisions of the Companies Act, 2013. Hence, the Board of Directors at its meeting held on 04.12.2017, proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Hence your approval is sought by special resolution in terms of the provisions of inter-alia, Section 5 and 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. Therefore, the Board recommends the approval of the resolution in Item No. 5 as Special Resolution.

The entire set of proposed Articles of Association of the Company is available at the website of the Company. A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the registered office of the company during the office hours on any working day between 11:00 A.M. to 1:00 P.M. up to the date of declaration of the results of Postal Ballots.

None of the Directors, Key Managerial Personnel and their relatives except to the extent of their shareholding is/are concerned or interested in the resolution.

Item No. 6

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, require that for entering into any contract or arrangement as mentioned here in below with the related party, the Company must obtain prior approval of the Board of Directors and in case transactions are likely to exceed 10% of the net worth of the Company or likely to exceed the other perimeters/criteria's as are mentioned in applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, prior approval of shareholders must be obtained for entering into following Related Party Transactions:

1. Sale, purchase or supply of any goods or materials,
2. Selling or otherwise disposing of, or buying, leasing of property of any kind,
3. Availing or rendering of any services,
4. Appointment of any agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering any services from related parties,
5. Appointment of such related party to any office or place of profit in the company or its associate companies, if any or reimbursement of any transaction or any other transaction of whatever nature with related parties.

The proviso to Section 188(1) also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in the ordinary course of business and at arm's length basis. Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions.

The Company is inter alia proposed to be engaged in the chemical business. For the smooth functioning of the operations of the company, the company, from time to time, may also need to make certain transactions with M/s Annu Industries Private Ltd, wherein Mr. Anand Kumar and Mr. Arpit Goel are Promoters and Directors who are also the Promoter and Directors in Sai Moh Auto Links Ltd. M/s Annu Industries Private Ltd is also engaged in chemical business. Further, at times, the excess funds are deployed in companies in which the Director(s) of the Company are interested. The deployments of funds in such companies are at an arm's length basis. The Promoter Director of the Company and his associate companies intends to infuse funds and intends to involve in other transactions as are mentioned in Section 188(1) of the Companies Act, 2013 and Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 that may become material in nature as these transactions are likely to exceed 10% of the net worth of the Company or may exceed the other perimeters/criteria's as are mentioned in applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto.

All the proposed transactions put up for approval are in the ordinary course of business and at arm's length. Pursuant to the provisions of Section 188(1) of the Companies Act, 2013 and applicable Rules made thereunder and the SEBI (Listing and Disclosure) Regulations, 2015, the following contracts/arrangements/transactions are material in nature and require the approval of the unrelated shareholders of the Company by way of Ordinary resolution:

Sr. No	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from(Rs. in lacs)
1.	ANNU INDUSTRIES PRIVATE LIMITED	Common Promoters and Directors	500.00*

The annual value of the transactions proposed is estimated on the basis of the Company's current transactions and future business projections.

The members are further informed that members of the Company being a related party or having any interest in the resolution as set out in Item No. 6 shall abstain on voting on this resolution whether the entity is a related party to the particular transaction or not.

The Board of Directors recommends the resolution set forth in Item No. 6 for approval of the Member as an Ordinary Resolution.

Mr. Anand Kumar and Mr. Arpit Goel, are interested in the said transaction being also Directors on the Board of Annu Industries Private Limited. The transactions and limits were approved by the Audit Committee. Hence they above are not entitled to vote on this resolution. No other Director or Key Managerial Personnel is interested in this Resolution.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Anand Kumar and Mr. Arpit Goel are concerned or interested in the resolution.

**By Order of the Board
For Sai Moh Auto Links Limited
Sd/-
Anand Kumar
Managing Director
DIN: 01381489**

**Date : 04.12.2017
Place : Delhi**